

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

	)	Chapter 11
)	
	)	Case No. 19-76260
	)	Case No. 19-76263
In re:	)	Case No. 19-76267
	)	Case No. 19-76268
Absolut Facilities Management, LLC, <i>et al.</i>	)	Case No. 19-76269
	)	Case No. 19-76270
Debtors. ¹	)	Case No. 19-76271
	)	Case No. 19-76272
)	
	)	(Jointly Administered)
)	

NOTICE OF PROPOSED SALE OF ASSETS, AUCTION AND SALE HEARING

PLEASE TAKE NOTICE that on November 22, 2019, Absolut Facilities Management, LLC and its affiliated debtor entities (collectively, the “**Debtors**”), debtors and debtors-in-possession in the above-captioned cases (the “**Chapter 11 Cases**”) filed with the Bankruptcy Court their Motion of the Debtors for Orders (I)(A) Approving Bidding Procedures for the Sale of Substantially All of the Debtors’ Assets, (B) Authorizing the Selection of a Stalking Horse Bidder, (C) Approving Bid Protections, (D) Scheduling Auctions and Hearings to Consider Such Sale of Assets, (E) Approving Assumption and Assignment Procedures Related to Such Sale, and (F) Approving the Form and Manner of Related Notice; and (II)(A) Authorizing the Sale of Such Assets Free and Clear of Liens, Claims, Encumbrances, and Interests (Except for Assumed Liens and Liabilities), (B) Authorizing and Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases In Connection With Such Sale and (C) Granting Related Relief (the “**Sale Motion**”) [Docket No. 269].²

PLEASE TAKE FURTHER NOTICE that, on December 18, 2019, the Bankruptcy Court entered the order approving the Sale Motion (the “**Bidding Procedures Order**”), which among other things, establishes bidding procedures (the “**Bidding Procedures**”) for the manner in which the assets of the Debtors are to be sold.

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are: Absolut Facilities Management, LLC (1412); Absolut Center for Nursing and Rehabilitation at Allegany, LLC (7875); Absolut Center for Nursing and Rehabilitation at Aurora Park, LLC (8266); Absolut Center for Nursing and Rehabilitation at Gasport, LLC (8080); Absolut at Orchard Brooke, LLC (1641); Absolut Center for Nursing and Rehabilitation at Orchard Park, LLC (8300); Absolut Center for Nursing and Rehabilitation at Three Rivers, LLC (8133); and Absolut Center for Nursing and Rehabilitation at Westfield, LLC (7924).

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Sale Motion.

PLEASE TAKE FURTHER NOTICE that a copy of the Sale Motion, the Bidding Procedures, and Bidding Procedures Order is available on the website of the Debtors' claims and noticing agent, Prime Clerk at <https://cases.primeclerk.com/absolutcare/>. A copy of the Sale Motion, Bidding Procedures, and Bidding Procedures Order may also be obtained upon request to counsel for the Debtors at Loeb & Loeb LLP, 345 Park Avenue, New York, NY 10154 (Attn: Daniel B. Besikof) or dbesikof@loeb.com.

PLEASE TAKE FURTHER NOTICE that, notwithstanding anything to the contrary in these Bidding Procedures or in the Bid Procedures Order, the Debtors shall have the right, in consultation with the Consultation Parties, to determine, at any time, to proceed via private sale for any Asset or combination of Assets or to determine not to sell any or all of the Assets. These rights shall exist under all circumstances, even if the Debtors receive a bid from a Potential Bidder for such Asset(s) that would otherwise constitute a Qualified Bid.

PLEASE TAKE FURTHER NOTICE that pursuant to the Bid Procedures Order, the Debtors are, at any time up through and including **December 30, 2019** for sales of the Operating Assets and by no later than **January 23, 2020** for sales of the Receivables authorized to designate one or more Qualified Bids as a stalking horse bid (each, a "**Stalking Horse Bid**") and execute an Operations Transfer Agreement or Asset Purchase Agreement, as applicable, with the proposed stalking horse bidder (each, a "**Stalking Horse Bidder**"). No bid may be a Stalking Horse Bid if it does not constitute a Qualified Bid.

PLEASE TAKE FURTHER NOTICE that Bids for the Operating Assets are due on **January 8, 2020 at 4:00 p.m. (prevailing Eastern Time)** and Bids for the Receivables are due on **February 13, 2020 at 4:00 p.m. (prevailing Eastern Time)** (together, the "**Bid Deadlines**"); provided that nothing shall prevent a Potential Bidder from submitting a bid for any Receivables on or before the January 8, 2020 deadline for bids on the Operating Assets.

PLEASE TAKE FURTHER NOTICE that, in accordance with the terms of the Bidding Procedures Order, the Auctions will take place at the offices of the Debtors' counsel, Loeb & Loeb LLP, 345 Park Avenue, New York, NY 10154. The Debtors will conduct the Operating Assets Auction if, by the applicable Bid Deadline, (1) more than one Qualified Bid is received for all of the Operating Assets; or (2) more than one Qualified Bid is received for any portion of the Operating Assets. The Operating Assets Auction shall be held on **January 9, 2020 starting at 10:00 a.m.**, or such other time or place as the Debtors, in consultation with the Consultation Parties, shall determine. The Debtors will conduct the Receivables Auction if, by the applicable Bid Deadline, (1) more than one Qualified Bid is received for all of the Receivables; or (2) more than one Qualified Bid is received for any portion of the Receivables. The Receivables Auction shall be held on **February 18, 2020 starting at 10:00 a.m.**, or such other time or place as the Debtors, in consultation with the Consultation Parties, shall determine. Notwithstanding the foregoing, in the event multiple offers for the Receivables are received from Potential Bidders on the Operating Assets, the Debtors reserve the right, but do not have any obligation, to hold the Receivables Auction on January 9, 2020 in conjunction with the Operating Assets Auction. In each case, occurrence of the Auctions is subject to the Debtors' right to determine, in consultation with the Consultation Parties, to proceed with a private sale for any of the Assets or not to sell any of the Assets.

PLEASE TAKE FURTHER NOTICE that a hearing on approval of the sale of the Operating Assets shall take place on **January 13, 2020 at 11:00 a.m.** or as soon thereafter as the Court's calendar permits, and a hearing on approval of the sale of the Receivables shall take place **on or about February 28, 2020** or as soon thereafter as the Court's calendar permits (together, the "**Sale Hearings**"). At the respective hearings, the Debtors shall appear before the Bankruptcy Court and seek entry of an order or orders:

- a. authorizing the sale of the Assets by the Debtors to the Successful Bidder(s) at the Auction;
- b. authorizing the assumption and assignment of certain executory Contracts and unexpired Leases; and
- c. granting certain related relief.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the sale of the Assets, the other relief requested in the Sale Motion, to the Successful Bidder(s), the Successful Bid(s) or the manner in which the applicable Auction was conducted must: (a) be set forth in writing describing the basis therefor; (b) comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules; and be filed with the Bankruptcy Court electronically so as to be received no later than **4:00 p.m. (prevailing Eastern Time) on January 10, 2020** with respect to the sale of the Operating Assets and no later than **4:00 p.m. (prevailing Eastern Time) on February 21, 2020** with respect to the sale of the Receivables (together, the "**Sale Objection Deadlines**").

PLEASE TAKE FURTHER NOTICE that the failure of any person or entity to file an objection before the applicable Sale Objection Deadline, shall be deemed to constitute consent to the sale of the Assets to the Successful Bidder(s) and the other relief requested in the Sale Motion, and be a bar to the assertion, at the applicable Sale Hearing or thereafter, of any objection to the Sale Motion, the Auctions, the sale of the Assets free and clear of any liens, claims and encumbrances and interests (except for permitted or assumed liens, claims, encumbrances and interests, including the Assumed Liens and Liabilities), the Debtors' consummation and performance of the applicable operations transfer agreements or asset purchase agreements with the Successful Bidder(s), and the assumption and assignment of the Contracts and Leases, if authorized by the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE that this Sale Notice is subject to the full terms and conditions of the Sale Motion and the Bidding Procedures Order, which shall control in the event of any conflict, and the Debtors encourage parties in interest to review such documents in their entirety.

Dated: December 26, 2019
New York, New York

LOEB & LOEB LLP

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